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TRANSMITTAL LETTER

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02 FEB 19 AM 10:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/19/02--01037--008
*****78.75 *****78.75

SUBJECT: D&S Software, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Dwight Sparling
Name (Printed or typed)

3089 Bluebrook Dr
Address

Winter Park FL 32792
City, State & Zip

407 678 9513
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of the corporation shall be:
D&S Software, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business as mailing address of this corporation shall be:
3089 Bluebrook Dr.
Winter Park, FL 32792

ARTICLE III – PURPOSE

The purpose for which the corporation is organized is:
Engage in the development and sale of computer software applications

ARTICLE IV – SHARES

The corporation is authorized to issue 100 Class "A" Common Voting shares and 900 Class "B" Common Non-Voting shares with the following rights, privileges, conditions, and restrictions attached thereto:

Right to vote

- Holders of Class "A" Common Voting shares shall have the right to vote at any meeting of shareholders of the Corporation, each Class "A" Common Voting share conferring one vote.

Participation

- Subject to the rights and privileges attached to other classes of shares, holders of Class "A" Common Voting shares shall have the right:
 - to participate in the property, profits, and surplus assets of the Corporation and, for that purpose, to receive any dividend declared by the Corporation; and
 - to receive the remaining property of the Corporation on dissolution

Restrictions

- No dividend or distribution of any kind whatsoever shall be declared or made in respect of the Class "A" Voting shares which will have the effect of reducing the net assets, including goodwill, of the Corporation to an amount insufficient to enable repurchase or redemption by the Corporation of all of any Preferred shares issued and outstanding.

Public Subscription

- Any invitation to the public to subscribe for securities of the Corporation is prohibited.

Restrictions on Share Transfers

- No Share of the capital of the corporation shall be transferred without the sanction of a majority of the Directors of the Corporation.

ARTICLE V – BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors and officers, all of which shall hold office until their successors are duly elected and qualified as follows:

Dwight Sparling, Director
3089 Bluebrook Dr
Winter Park, FL 32792

Stephen Ericson, Director
2910 Lake Arnold Pl
Orlando FL 32806

ARTICLE VI – REGISTERED AGENT

The name and Florida street address of the initial registered agent is:

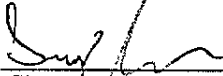
Dwight Sparling
3089 Bluebrook Dr.
Winter Park, FL 32792

ARTICLE VII – INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Dwight Sparling
3089 Bluebrook Dr
Winter Park, FL 32792

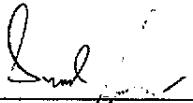
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

2/13/02

Date



Signature/Incorporator

2/13/02

Date

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TALLAHASSEE FLORIDA